

Exhibit A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; BMG
MUSIC; CAPITAL RECORDS, INC.;
CAROLINE RECORDS, INC.; ELEKTRA
ENTERTAINMENT GROUP, INC.;
INTERSCOPE RECORDS; LAFACE
RECORDS LLC; MAVERICK RECORDING
COMPANY; SONY BMG MUSIC
ENTERTAINMENT; UMG RECORDINGS,
INC.; VIRGIN RECORDS AMERICA, INC.;
WARNER BROS. RECORDS INC.; and
ZOMBA RECORDING LLC,

Plaintiffs,

vs.

USENET.COM, INC.,

Defendants.

Civil Action No. 07-CIV-8822(HB)

**DECLARATION OF GERALD REYNOLDS IN SUPPORT OF
DEFENDANT USENET.COM, INC.'S OPPOSITION TO PLAINTIFFS' MOTION
FOR LEAVE TO AMEND**

I, Gerald Reynolds hereby declare the following to be true under penalty of perjury:

1. My name is Gerald Reynolds. I am over eighteen years of age, of sound mind, and in all ways qualified and competent to make this affidavit. I have personal knowledge of the statements of fact contained in this affidavit and they are true and correct.

2. This declaration is submitted in support of Defendant Usenet.Com, Inc.'s ("UCI") Opposition to Plaintiffs' Motion for Leave to Amend.

3. Since 2007, I have been the sole shareholder and owner of Sierra Corporate Design, Inc. ("Sierra"), a Nevada corporation with its principal and only place of business located in Fargo, North Dakota. I am also a resident of Fargo, North Dakota.

4. While I am the sole shareholder of both Sierra and UCI, I have always operated and managed the two companies separately. Each entity owns its own software and hardware, including its own servers, and each performs a different business function. UCI's only business function is offering retail subscribers access to the Usenet. In contrast, Sierra provides commercial services such as web hosting, Usenet peering and technical support services to other companies, both affiliated and non-affiliated. Unlike UCI, Sierra offers no retail services.

5. I have always kept operations of UCI and Sierra separate, have upheld the corporate formalities between the two companies, and have never conducted business in or solicited business from New York or New Yorker residents, or chosen to direct any activities of any nature at residents of New York in my corporate capacity for either company. I do not have any personal contacts with New York or New Yorkers, nor does Sierra.

6. I do not own or lease any property in New York State. I do not have an office in New York State, nor do I have a telephone listing in New York State. I do not have any employees in New York State. I am not registered to do business in New York State. I do not maintain a bank account, nor am I obligated to pay taxes, in New York State.

7. Sierra does not own or lease any property in New York State. Sierra does not have an office in New York State, nor does it have a telephone listing in New York

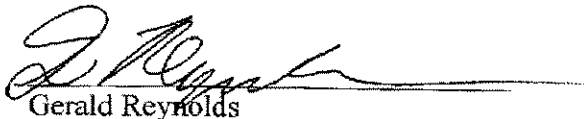
State. Sierra does not have any employees in New York State. Sierra is not registered to do business in New York State. Sierra does not maintain a bank account, nor is it obligated to pay taxes, in New York State. Additionally, Sierra does not have any customers in New York State.

8. None of the activities alleged in the Amended Complaint to infringe (*i.e.*, hosting a website and/or servers that infringe or allows others to infringe) occurred in New York, as Sierra's servers are located in North Dakota and Virginia, and I am a North Dakota resident. Sierra's servers are not, and have never been, located in New York State.

9. Sierra has never purposefully directed or specifically targeted any advertising, promotional materials, or other activities of any nature at New York State residents. Likewise, I do not specifically target New York State residents for any of my businesses.

10. On or about March 12, 2008, I was examined by Plaintiffs' experts and their counsel about the peering relationship between UCI and Sierra's servers. I also explained my role in both UCI and Sierra during this call.

I declare under penalty of perjury that the foregoing is true and correct, and that this Declaration is sworn to this 28 day of August, 2008, in Fargo, North Dakota.


Gerald Reynolds